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*Attorneys for Debtor Perseon Corporation
and Proposed Attorneys for Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

PERSEON CORPORATION,

Debtor.

Case No. 16-24435

Chapter 11

Chief Judge R. Kimball Mosier

**NOTICE OF FILING OF: (A) RETENTION APPLICATIONS WITH DAVID GREEN
AND SUNTRUST ROBINSON HUMPHREY, INC.; (B) MOTION TO ASSUME
EMPLOYMENT AGREEMENT WITH CLINTON E. CARNELL JR.; AND
(C) MOTION TO APPROVE DEBTOR'S KEY EMPLOYEE
RETENTION PLAN FOR DOUG WILKES**

AND

NOTICE OF HEARING

**Objection Deadline: July 11, 2016 at 4:00 p.m. (Mountain Time)
Hearing Date: July 12, 2016 at 2:00 p.m. (Mountain Time)**

PLEASE TAKE NOTICE that Perseon Corporation, on behalf of itself and as debtor in possession in the above-captioned case (the "Debtor") has filed the following applications and

motions seeking Bankruptcy Court approval to: (a) retain certain professionals on behalf of the Debtor's bankruptcy estate; (b) to assume the Debtor's employment agreement with its CEO, Clinton E. Carnell, Jr., and (c) enter into the Debtor's Key Employee Retention Plan:

- *Application of the Debtor for Entry of an Order, Pursuant to 11 U.S.C. §§ 105 and 363 and Fed. R. Bank. P. 2014(a) Authorizing the Retention and Employment of David Green as Chief Restructuring Consultant for the Debtor nunc pro tunc to the Petition Date* (the "Green Retention Application"), which seeks Court authority to retain David Green as Chief Restructuring Consultant to the Debtor in the above-captioned bankruptcy case;
- *Application of the Debtor for Entry of an Order, Pursuant to 11 U.S.C. §§ 105, 327, 328, 363 and 365 and Fed. R. Bank. P. 2014(a), (I) Authorizing the Retention and Employment of SunTrust Robinson Humphrey, Inc. as Investment Banker to the Debtor Nunc Pro Tunc to the Petition Date; (II) Authorizing the Assumption of the Agreement with SunTrust Robinson Humphrey to Provide Services Related Thereto; and (III) Approving the Agreement with SunTrust Robinson Humphrey* (the "SunTrust Retention Application"), which seeks Court authority to retain SunTrust Robinson Humphrey, Inc. as Investment Banker for the Debtor in the above-captioned bankruptcy case;
- *Debtor's Motion for Entry of an Order Authorizing Debtor to Assume Debtor's Modified Employment Agreement with Clinton E. Carnell Jr.* (the "Carnell Assumption Motion") which seeks Court authority to assume the Debtor's employment contract with the Debtor's CEO, Clinton E. Carnell Jr; and
- *Debtor's Motion for Order, Pursuant to Bankruptcy Code Sections 363(b) and 503(c)(3), Approving Debtor's Key Employee Retention Plan for Doug Wilkes* (the "KERP Motion" and together with the Green Retention Application, the SunTrust Retention Application, and the Carnell Assumption Motion, the "Pleadings") which seeks Court authority to enter into a key employee retention plan.

PLEASE TAKE FURTHER NOTICE THAT YOUR RIGHTS MAY BE AFFECTED. You should read this Notice, as well as the Pleadings and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that objections to the Pleadings must be in writing, conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court, and be filed with the Bankruptcy Court and served upon the "Notice Parties": (a) counsel to the Debtor, Dorsey & Whitney LLP, 136 South Main St. Suite 1000, Salt Lake City, Utah 84101 Attn: Steven T. Waterman, email: waterman.steven@dorsey.com; and (b) the Office of the United States Trustee for the District of Utah, 405 South Main St. #300, Salt Lake City, UT 84111 (collectively, the "Notice Parties").

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Pleadings, or if you want the Court to consider your views on the Pleadings, then you or your attorney must do each of the following:

(1) On or before **4:00 p.m. prevailing Mountain Time on July 11, 2016** (the "Objection Deadline"), file a written objection specifically delineating the nature of your objection at:

Clerk of the Court
United States Bankruptcy Court
350 South Main Street, Room 301
Salt Lake City, UT 84101

If you mail your objection to the Court for filing, you must mail it early enough so that the Court will receive it on or before the Objection Deadline specified above. You must also serve a copy on the Notice Parties at the addresses specified above.

(2) Attend the hearing on the Pleadings at **2:00 p.m. prevailing Mountain Time on July 12, 2016** before the Honorable R. Kimball Mosier, in his courtroom, Room 369, of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101 (the "Hearing"). Failure to attend the Hearing will be deemed a waiver of your objection.

PLEASE TAKE FURTHER NOTICE that this Notice and the Hearing are subject to the fuller terms and conditions of the Pleadings, which shall control in the event of any conflict, and the Debtor encourages parties-in-interest to review such documents in their entirety. The Pleadings and any other pleadings may be found for a fee at the Court's website (<http://www.utb.uscourts.gov/>) for registered users of the Public Access to Court Electronic Records (PACER) System. In addition, copies of the Pleadings can be obtained by contacting the Debtor's undersigned counsel through their contact information located at the top of this Notice.

DATED this 27th day of June, 2016.

DORSEY & WHITNEY LLP

/s/ Steven T. Waterman

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